

DESCRIPTION OF TRANSACTION AND PUBLIC INTEREST STATEMENT

On December 21, 2022, affiliates of AT&T Inc. (“AT&T”) and affiliates of T-Mobile USA, Inc. (“T-Mobile USA”) (each a “Party” and collectively, the “Parties”) entered into an agreement (“Exchange Agreement”) to exchange certain Broadband PCS, AWS-1 and AWS-3 licenses in various markets (“Markets”). The majority of the assignments are intra-market license exchanges that are intended to enable more efficient operations by creating larger blocks of contiguous spectrum and/or the alignment of spectrum blocks held in adjacent markets. In nearly all of these Markets, identical amounts and types of spectrum are being swapped. Thus, upon the consummation of the transaction contemplated by the Exchange Agreement, the attributable spectrum holdings of AT&T and T-Mobile USA will be unchanged in most Markets affected by this transaction. A few of the intra-market exchanges and a handful of inter-market assignments will result in either AT&T or T-Mobile USA increasing its spectrum holdings in the applicable Market. Nevertheless, in all Markets, this transaction will enable both AT&T and T-Mobile USA to expand capacity, use spectrum more productively, and benefit consumers. In those Markets where AT&T or T-Mobile USA will increase its attributable spectrum holdings, each Party will remain below the applicable spectrum screen post-transaction, with the single exception described below.

By this and other contemporaneously filed Form 603 assignment applications,¹ the Parties respectfully seek the Commission’s consent for the assignments of Broadband PCS, AWS-1 and AWS-3 licenses contemplated by the Exchange Agreement. For the reasons set forth in more detail below, the Parties submit that Commission approval of the proposed transactions is consistent with the public interest, convenience and necessity and that the applications should be approved expeditiously and without conditions.

Description of the Parties

The four affiliates of T-Mobile USA that are parties to the Exchange Agreement are T-Mobile License LLC (“T-Mobile License”), Sprint Spectrum Realty Company, LLC (“Sprint Realty”), Sprint Spectrum License Holder II LLC (“Sprint Holder II”), and Nextel West Corp. (“Nextel West” and together with T-Mobile License, Sprint Realty and Sprint Holder II, the “T-Mobile Licensees”), which are direct or indirect wholly-owned subsidiaries of T-Mobile USA, which is wholly-owned by T-Mobile US, Inc. (“T-Mobile US”), a publicly traded company, and part of the family of companies that operate under the T-Mobile® brand names. Deutsche Telekom

¹ See ULS File Nos. 0010345161 (lead application), 0010345748, 0010345802, 0010345872, 0010345939, 0010345960, 0010345977, 0010345997, 0010346022, 0010346040, 0010346047, 0010346062 and 0010391697 and an additional filing on ECFS (Assignments from T-Mobile Licensees to AT&T Licensees) and ULS File Nos. 0010346813, 0010346852, 0010346867, 0010346899, 0010347010, 0010347026, 0010347041, 0010347046, 0010347051, 0010347075, 0010347063 and 0010347084 (Assignments from AT&T Licensees to T-Mobile Licensees).

AG, a publicly-traded German company based in Bonn, Germany (“DT”), currently directly and indirectly holds approximately 49.0 percent of T-Mobile US’s shares in the aggregate. In addition to its 5.4 percent direct holding in T-Mobile US, DT holds 43.6 percent indirectly through its wholly-owned subsidiary T-Mobile Global Zwischenholding GmbH (“T-Mobile Global”). This subsidiary owns all of the equity and voting interests of T-Mobile Global Holding GmbH (“T-Mobile Holding”), which owns all of the equity and voting interests of Deutsche Telekom Holding B.V. (“DT Holding B.V.”), which in turn holds the 43.6 percent interest in T-Mobile US. DT has *de facto* control of T-Mobile US – and thus the T-Mobile Licensees – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US.

Led by a management team with decades of collective experience in the telecommunications industry, T-Mobile US is headquartered in Bellevue, Washington, offers nationwide wireless voice and data services to consumer and business customers and provides service to 113.6 million customers.² The Commission has repeatedly found that T-Mobile and its companies have the requisite character and qualifications to hold Commission authorizations.³ An FCC Form 602 providing current ownership information for T-Mobile is on file with the Commission.⁴

The two AT&T affiliates that are parties to the Exchange Agreement – New Cingular Wireless PCS, LLC (“New Cingular”) and AT&T Mobility Spectrum LLC (“ATM”) – are wholly owned indirect AT&T subsidiaries. New Cingular and ATM are hereinafter collectively referred to as the “AT&T Licensees.” Both AT&T Licensees will be assigning spectrum to the T-Mobile Licensees and will be assignees of reciprocal and other spectrum from the T-Mobile Licensees.

AT&T is a leading provider in the United States of wireless, Wi-Fi, high-speed Internet, local and long distance voice, and mobile broadband, as well as worldwide wireless coverage and IP-based business communications services. The qualifications of AT&T to hold and control

² See <https://www.t-mobile.com/news/business/t-mobile-preliminary-customer-results-2022> (last visited Jan. 12, 2023).

³ See, e.g., *Applications of T-Mobile US, Inc. and Sprint Corporation for Consent to Transfer Control of License and Authorizations*, WT Docket No. 18-197, Memorandum Opinion and Order, Declaratory Ruling, and Order of Proposed Modification, FCC 19-103, ¶ 44 (rel. Nov. 5, 2019) (“*Merger Approval Order*”); *Applications of Deutsche Telekom AG, T-Mobile USA, Inc., and MetroPCS Communications, Inc. for Consent to Transfer of Control of Licenses and Authorizations*, Memorandum Opinion and Order and Declaratory Ruling, 28 FCC Rcd 2322, 2330, ¶ 19 (WTB/IB 2013); *Applications of T-Mobile USA, Inc. and SunCom Wireless Holdings, Inc.*, Memorandum Opinion and Order, 23 FCC Rcd 2515, 2519-20 ¶ 10 (2008).

⁴ See FCC File No. 0010393195. Based on prior guidance from the Wireless Telecommunications Bureau, this Form 602 filing for T-Mobile USA satisfies the ownership reporting requirements of Sections 1.919 and 1.2112(a) of the Commission’s rules for its wholly-owned direct and indirect subsidiaries of T-Mobile USA, Inc., including T-Mobile License, Sprint Realty, Sprint Holder II and Nextel West. See 47 C.F.R. §§ 1.919, 1.2112(a); see also *Wireless Telecommunications Bureau Answers Frequently Asked Questions Concerning Reporting of Ownership Information on FCC Form 602*, Public Notice, 14 FCC Rcd 8261, 8264-65 (WTB 1999).

Commission licenses are matters of public record.⁵ The Commission has properly found that the qualifications of AT&T to hold Commission licenses are well-settled and that there is no reason to re-evaluate them in each proposed license assignment.⁶ Therefore, there is no question that AT&T possesses the qualifications required to acquire the licenses involved in this transaction.

Description of the Transaction

T-Mobile License, Sprint Realty, Sprint Holder II, Nextel West, New Cingular and ATM are each a party to the Exchange Agreement, pursuant to which the Parties will exchange the PCS, AWS-1 and AWS-3 licenses as described in Attachments A and B (the “Exchange Licenses”). The license assignments described in Attachments A and B will all occur concurrently at the closing of the transactions contemplated by the Exchange Agreement (the “Exchange Closing”).

Transition Issues

The transaction involves only the assignments of spectrum and does not include the transfer of any other assets, facilities or customers. There will be no loss of an existing service provider in any area. Although the Parties provide service using their respective Exchange Licenses, all existing operations will be transitioned to other spectrum that the applicable carrier (or its affiliates) has in the same Market or is acquiring in an intra-market swap in this transaction. These transitions thus will be seamless and invisible to retail customers, and there will be no discontinuance, reduction, loss or impairment of service to customers.

Specifically, in Markets that are the subject of an intra-market exchange of the same amount of spectrum, each of the applicable T-Mobile Licensee and the applicable AT&T Licensee will transition existing operations on the Exchange License(s) that it is assigning to the exchange spectrum that it (or its affiliate) is acquiring from the other Parties in this transaction. In Markets that are the subject of an inter-market exchange where a T-Mobile Licensee or an AT&T Licensee is assigning Exchange License(s) and not receiving any spectrum from the other Parties (or an intra-market exchange where one Party is assigning more spectrum than it is receiving), each Party will transition its operations to other spectrum licensed available to it or its affiliates in those Markets with the capacity to add those operations. Therefore, there will be no discontinuance, reduction, loss or impairment of service to customers.

⁵ See, e.g., *Application of AT&T Mobility Spectrum LLC and Kaplan Telephone Company, Inc. for Consent to Assign Licenses*, Memorandum Opinion and Order, 30 FCC Rcd 8502, ¶ 9 (2015) (“AT&T/Kaplan Order”); *Applications of AT&T Mobility Spectrum LLC and KanOkla Telephone Association for Consent to Assign Licenses*, Memorandum Opinion and Order, 30 FCC Rcd 8555, ¶ 8 (2015) (“AT&T/KanOkla Order”); *Application of AT&T Mobility Puerto Rico Inc. and Worldcall Inc. for Consent to Assign Licenses*, Memorandum Opinion and Order, 30 FCC Rcd 9763, ¶ 8 (2015) (“AT&T/Worldcall Order”); *Application of AT&T Mobility Spectrum LLC and Data-Max Wireless, LLC*, Memorandum Opinion & Order, 31 FCC Rcd 12662, ¶ 6 (2016) (“AT&T/Data-Max Order”).

⁶ See, e.g., *AT&T/Kaplan Order* ¶ 9; *AT&T/KanOkla Order* ¶ 8; *AT&T/Worldcall Order* ¶ 8; *AT&T/Data-Max Order* ¶ 6.

The Parties have agreed to enter into spectrum manager leases to facilitate the transition of the existing operations of the Parties from the Exchange Licenses. The pre-closing leasing arrangements will allow each Party to utilize the Exchange Licenses to be assigned to it in order to transition operations to such spectrum from the Exchange Licenses to be assigned by it to another Party at the Exchange Closing. In the event operations have not been cleared on any Exchange Licenses by the Exchange Closing, the Parties intend to enter into post-closing leases of the applicable Exchange Licenses from the assignee at the Exchange Closing back to the assignor in order to allow assignor to complete the transition of its operations from the Exchange License. In either case, the Parties will file the appropriate spectrum manager lease notifications with the Commission and the cancellation notices as appropriate and in accordance with the Commission's rules.

Public Interest Statement

Section 310(d) of the Communications Act of 1934, as amended (the "Act"), requires that the Commission determine whether the transaction presented herein is consistent with the public interest, convenience and necessity. To make that assessment, the Commission first assesses whether the proposed transaction complies with the specific provisions of the Act, other applicable statutes, and the Commission's rules.⁷ If the proposed transaction does not violate a statute or rule, then the Commission considers whether the transaction could result in public interest harms by substantially frustrating or impairing the objectives or implementation of the Act or related statutes.⁸ In the absence of such harms or if any exist but have been ameliorated by narrowly tailored conditions, the Commission next evaluates the transaction's public interest benefits.⁹

The Commission has determined that transfer and assignment applications that demonstrate on their face that a transaction will yield affirmative public interest benefits and will neither violate the Act or Commission rules nor frustrate or undermine policies and enforcement

⁷ 47 U.S.C. § 310(d); *Applications of AT&T, Inc. and DIRECTV for Consent to Assign or Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 30 FCC Rcd 9131, 9139-40 ¶ 18 (2015) ("AT&T/DIRECTV Order"); *Applications of Comcast Corp., General Electric Co., and NBC Universal, Inc. for Consent to Assign Licenses and Transfer Control of Licensees*, Memorandum Opinion and Order, 26 FCC Rcd 4238, 4247 ¶ 22 (2011) ("Comcast/NBCU Order"); *Application of EchoStar Communications Corp., General Motors Corp., and Hughes Electronics Corp., Transferors, and EchoStar Communications Corp., Transferee*, Hearing Designation Order, 17 FCC Rcd 20559, 20574 ¶ 25 (2002) ("Echostar/DIRECTV HDO").

⁸ See *AT&T/DIRECTV Order* ¶ 18; *Comcast/NBCU Order* ¶ 22; *EchoStar-DIRECTV HDO* ¶ 25.

⁹ *Applications of Level 3 Communications, Inc. and CenturyLink, Inc. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, 32 FCC Rcd 9581, ¶¶ 9-10 (2017).

of the Act do not require extensive review and expenditures of considerable resources by the Commission.¹⁰ The instant applications meet this standard.¹¹

Notably, the proposed transaction will yield public interest benefits. In the Markets that are the subject of an intra-market exchange of the same amounts of spectrum, the proposed assignments will allow the carriers to make more efficient use of their spectrum. By rationalizing a jumble of existing license holdings between AT&T and T-Mobile USA in each such Market, the proposed transaction will benefit both consumers and competition. Following the transaction, AT&T and T-Mobile USA will hold materially larger blocks of contiguous spectrum in the PCS and AWS bands in those Markets than these companies did prior to the proposed assignments. Although the transaction has no material impact on the ability of AT&T or T-Mobile USA to deploy the spectrum, establishing larger contiguous spectrum blocks does allow both AT&T and T-Mobile USA to use the spectrum more efficiently and improve the overall quality of service to subscribers. Operating on contiguous blocks of spectrum allows the carriers to deploy larger channels, providing consumers with access to greater capacity. As a result, the proposed transaction will allow AT&T and T-Mobile USA to offer more efficient and more reliable mobile wireless broadband services without increasing spectrum concentration in these neutral intra-market exchange Markets.

In the handful of other Markets that are the subject of an inter-market exchange or an intra-market exchange where one carrier is acquiring more spectrum than it is assigning, the assignments augment spectrum holdings of the assignee, expanding capacity and thereby benefiting consumers.

¹⁰ See, e.g., *Applications of SoftBank Corp., Starburst II, Inc., Sprint Nextel Corp., and Clearwire Corp. for Consent to Transfer Control of Licenses and Authorizations*, Memorandum Opinion and Order, Declaratory Ruling, and Order on Reconsideration, 28 FCC Rcd at 9682 ¶ 102 (“[U]nder the Commission’s sliding scale approach, where potential public interest harms appear unlikely . . . we will accept a lesser showing of public interest benefits.”).

¹¹ In other similarly styled transactions where AT&T and T-Mobile USA swapped spectrum, there was no opposition from the public, and the FCC consented to the applications on routine public notice. See *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 8322 (rel. Dec. 20, 2012) (consenting to ULS file nos. 0005339993 *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 9270 (rel. Jan. 8, 2014) (consenting to ULS file nos. 0005923320 *et al.*), *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 12571 (rel. Sep. 6, 2017) (consenting to ULS file nos. 0007753482 *et al.*), and *Wireless Telecommunications Bureau Assignment of License Authorization Applications, Transfer of Control of Licensee Applications, De Facto Transfer Lease Applications and Spectrum Manager Lease Notifications, Designated Entity Reportable Eligibility Event Applications, and Designated Entity Annual Reports Action*, Public Notice, Rpt No. 15717 (rel. Mar. 3, 2021) (consenting to ULS file nos. 0009288199 *et al.*).

This will enable added capacity and improve data throughput speeds within existing coverage areas.

Thus, the transaction will allow both carriers to offer improved services to their customers, thereby enabling each provider to become a stronger competitor.

Spectrum Aggregation/Competition Analysis

As noted above, the proposed spectrum assignments -- which will not reduce the number of competitors, service offerings or customer choices in any Market -- raise no spectrum aggregation, competitive or other public interest concerns.

Most Markets involved in this transaction are the subject of intra-market exchanges where each carrier will be assigning the same amount of spectrum that it is receiving. For these Markets, the proposed transaction is neutral from a spectrum aggregation standpoint because each Party's attributable spectrum holdings will be the same both before and after the transaction. Specifically, (i) the T-Mobile Licensees' acquisition of Exchange Licenses from the AT&T Licensees will be offset by assignments of Exchange Licenses by the T-Mobile Licensees to the AT&T Licensees in an intra-market exchange with the same amounts and type of spectrum,¹² and (ii) the AT&T Licensees' acquisition of Exchange Licenses from the T-Mobile Licensees will be offset by assignments of Exchange Licenses by the AT&T Licensees to the T-Mobile Licensees in an intra-market exchange with the same amounts and type of spectrum.¹³ Moreover, both carriers' attributable spectrum holdings in these Markets will remain below the spectrum screen levels that the Commission has found may warrant further review (*see Exhibits 2A and 2B*).¹⁴

In all Markets where the AT&T Licensees' acquisition of Exchange Licenses from the T-Mobile Licensees will result in a gain of spectrum (whether in the case of an inter-market exchange or an intra-market exchange where the AT&T Licensees will acquire more spectrum than they are assigning), the AT&T Licensees' spectrum holdings will remain below the Commission's spectrum screen (*see Exhibit 2B*). In the handful of Markets where the T-Mobile

¹² In the case of the exchange of spectrum in CMA676-Utah 4-Beaver, Nextel West will be assigning to ATM 10 MHz of AWS-3 spectrum under WQVP452, and ATM will be assigning to Nextel West 10 MHz of AWS-1 spectrum under WQZA671.

¹³ *Id.*

¹⁴ *See Communications Marketplace Report*, 2022 Communications Marketplace Report, GN Docket No. 22-203, FCC 22-103, ¶ 84 (rel. Dec. 30, 2022) ("2022 Communications Marketplace Report"). Consistent with the 2022 Communications Marketplace Report, the Parties understand that the initial spectrum screen is 385 MHz for all spectrum (*i.e.*, approximately one-third of 1123 MHz total included spectrum, including the 280 MHz of the 3.7-4.2 GHz spectrum effective as of the close of Auction 107 and the 100 MHz of the 3.45-3.55 GHz spectrum effective as of the close of Auction 110) and 68 MHz for below-1-GHz spectrum (*i.e.*, one-third of 204 MHz total available and suitable spectrum below 1 GHz). *See id.*

Licensees' acquisition of Exchange Licenses from the AT&T Licensees will result in a net gain of spectrum (whether in the case of an inter-market exchange or an intra-market exchange where the T-Mobile Licensees will acquire more spectrum than they are assigning), the T-Mobile Licensees' spectrum holdings (with the single exception described below) will remain below the applicable spectrum screen (*see* Exhibit 2A).

AT&T

The AT&T Licensees' attributable spectrum holdings will remain below the Commission's current spectrum screen (*see* Exhibit 2B). Further, the instant transaction will not affect the AT&T Licensees' spectrum holdings below 1 GHz.

T-Mobile USA

In 109 of the 118 counties where spectrum is being assigned to the T-Mobile Licensees, T-Mobile USA's resulting spectrum aggregation will be below the spectrum screen for all suitable and available low- and mid-band spectrum (*see* Exhibit 2A).¹⁵ In addition, the instant transaction will not affect T-Mobile USA's spectrum holdings below 1 GHz. In 8 of the remaining 9 counties (Mohave, AZ, Chenango, NY, Schuyler, NY, Alamance, NC, Calhoun, SC, Lexington, SC, Orangeburg, SC, and Richland, SC), T-Mobile USA's holdings after the transaction will be the same as its current spectrum holdings, and therefore this transaction does not represent a spectrum aggregation event.¹⁶ In the single remaining county – Monterey, CA – where the T-Mobile Licensees will be acquiring 5 MHz of PCS spectrum from the AT&T Licensees and will not be assigning any spectrum to the AT&T Licensees, the exchange will increase T-Mobile USA's holdings of all suitable and available low- and mid-band spectrum by 5 MHz – from 409.5 to 414.5 MHz, just barely more than a 1 percent increase in spectrum holdings.

Importantly, these spectrum totals do not take into account changes in the wireless spectrum that T-Mobile USA expects to hold due to previous commitments. As the Commission is aware, pursuant to the Final Judgment entered in connection with the closing of the T-Mobile-Sprint merger in 2020, DISH Network Corporation agreed to purchase all of T-Mobile USA's 800 MHz spectrum assets nationwide. Such sale would be subject to the terms and conditions set forth in the Asset Purchase Agreement signed by the parties on July 26, 2019 and would be expected to

¹⁵ Exhibit 2A includes 2.5 GHz spectrum which is pending to T-Mobile USA as part of the Commission's review of its long-form applications for Auction No. 108.

¹⁶ In these eight counties, which are the subject of an intra-market exchange where each carrier is assigning and receiving the same amount (10 MHz) and type (PCS in seven of the eight and AWS in the eighth) of spectrum and neither carrier's spectrum position will change, T-Mobile USA's unchanged spectrum holdings of low- and mid-band spectrum will remain at 420 MHz (Mohave, AZ, Calhoun, SC and Orangeburg, SC), 410 MHz (Alamance, NC), 400 MHz (Lexington, SC and Richland, SC) or 390 MHz (Chenango, NY and Schuyler, NY).

close in mid-2023.¹⁷ In the event the transaction is not consummated, T-Mobile USA is obligated under the Final Judgment to conduct an auction of such 800 MHz spectrum. In either case, these activities would substantially reduce T-Mobile USA's spectrum total in Monterey, CA from 414.5 MHz to 400.5 MHz, post-consummation of the Exchange Agreement – below the level of T-Mobile USA's holdings there today.

After the instant exchange transaction closes, there will continue to be the same number of competitors in this single county including all of the major wireless carriers, and the proposed transaction will result in no loss of competition. Where, as here, other factors normally considered in the Commission's transaction review indicate a low potential for competitive or other public interest harm, the acquisition of spectrum resulting in holdings of approximately one-third or more does not preclude a conclusion that the proposed transaction, on balance, furthers the public interest. As demonstrated above, this transaction does not pose any harm and will benefit wireless consumers.

The T-Mobile Licensees and the AT&T Licensees will continue to provide service to their respective customers, and there will be no reduction in the number of actual competitors providing service. Moreover, there are numerous other carriers holding CMRS spectrum in all of the Markets (*see Exhibit 3*), which will ensure that a high degree of competition continues to exist. In addition, the efficiency benefits arising in Markets where the carriers will acquire larger blocks of contiguous spectrum and the added capacity and improved data throughput speeds enabled in Markets where the carriers will increase their spectrum holdings will promote competition and provide public interest benefits. For these reasons, the proposed license assignments do not raise any competitive or other public interest concerns. The various pre-closing spectrum manager leases discussed above will be terminated at the Exchange Closing.

Statement of No Environmental Impact

As required by Section 1.923(e) of the Commission's rules,¹⁸ the applicants state that the assignment of licenses involved in this transaction will not have a significant environmental effect, as defined by Section 1.1307 of the Commission's rules.¹⁹ An assignment of licenses does not involve any engineering changes and, therefore, cannot have a significant environmental impact.

¹⁷ See description in T-Mobile US's Current Report on Form 8-K (July 9, 2019) found at following link: <https://www.sec.gov/Archives/edgar/data/1283699/000119312519203431/d771930d8k.htm> (last visited Jan. 9, 2023).

¹⁸ 47 C.F.R. § 1.923(e).

¹⁹ *Id.* § 1.1307.

Foreign Ownership of T-Mobile

As noted above, each T-Mobile Licensee is a direct or indirect wholly owned subsidiary of T-Mobile USA. T-Mobile USA in turn is a wholly owned direct subsidiary of T-Mobile US, a U.S.-organized entity. DT, a publicly-traded German corporation, holds directly and indirectly approximately 49.0 percent of T-Mobile US's shares as described above. DT has *de facto* control of T-Mobile US – and thus the T-Mobile Licensees – as a result of a proxy agreement which authorizes DT to vote a majority of the stock of T-Mobile US.

By order released November 5, 2019, the Commission granted, subject to certain conditions, T-Mobile US's Petition for Declaratory Ruling under Section 310(b)(4) of the Act on behalf of its current and future licensee and lessee subsidiaries that it would not serve the public interest to prohibit more than 25 percent indirect foreign ownership in T-Mobile US.²⁰ That ruling also specifically permitted: (i) the foreign entities with a controlling interest in T-Mobile US (*i.e.*, DT Holding B.V., T-Mobile Holding, T-Mobile Global and DT) to increase the aggregate level of their controlling ownership interests in the reorganized T-Mobile US, at some future time, up to any amount, including 100 percent of T-Mobile US's equity and voting interests; and (ii) specific foreign entities with a non-controlling interest in T-Mobile US (*i.e.*, Kreditanstalt für Wiederaufbau, the Federal Republic of Germany (“FRG”), SoftBank Group, SoftBank and Mr. Masayoshi Son, a Japanese citizen and the founder and CEO of SoftBank) to increase their aggregate interest in T-Mobile US, at some future time, up to and including a non-controlling indirect 49.99 percent equity and voting interest.²¹ That declaratory ruling, in accordance with Section 1.5001(c)(1) of the rules, specifically listed as covered by such ruling the T-Mobile Licensees (among other licensee subsidiaries of T-Mobile USA) and the types of wireless service licenses that are the subject of the instant transaction. The foreign ownership in the licensees as approved has not materially changed since November 5, 2019 and will not be affected by the instant transactions.

Conclusion

The Parties respectfully submit that each assignee is qualified to hold the applicable spectrum licenses referenced above and that Commission approval of the requested assignments will serve the public interest, convenience and necessity. Accordingly, the Parties respectfully request that the Commission grant the instant applications expeditiously and without conditions.

²⁰ See IBFS File No. ISP-PDR-20180618-00002 (filed June 18, 2018); granted by *Merger Approval Order*, ¶¶ 361-63.

²¹ *Id.*

Attachment A1

AT&T FULL LICENSES

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
New Cingular Wireless PCS, LLC	KNLF212	PCS	Charlotte-Greensboro-Greenville, NC (MTA006) Submarket 35	A	1860-1865; 1940-1945
New Cingular Wireless PCS, LLC	KNLF213	PCS	Charlotte-Greensboro-Greenville, NC (MTA006) Submarket 17	B	1870-1885; 1950-1965
New Cingular Wireless PCS, LLC	WPRU658	PCS	Tulsa, OK (BTA448) Submarket 2	E	1885-1890; 1965-1970
New Cingular Wireless PCS, LLC	WPSJ972	PCS	Paducah-Murray-Mayfield, KY (BTA339) Submarket 2	C	1905-1910; 1985-1990
AT&T Mobility Spectrum LLC	WQGT842	AWS-1	Fargo-Moorhead, ND-MN (BEA113) Submarket 0	C	1730-1735; 2130-2135
New Cingular Wireless PCS, LLC	KNLG837	PCS	Staunton-Waynesboro, VA (BTA430) Submarket 0	E	1885-1890; 1965-1970
AT&T Mobility Spectrum LLC	WPTI759	PCS	South Bend-Mishawaka, IN (BTA424) Submarket 1	C	1905-1910; 1985-1990
AT&T Mobility Spectrum LLC	WPSJ965	PCS	Bismarck, ND (BTA045) Submarket 1	C	1905-1910; 1985-1990
AT&T Mobility Spectrum LLC	WQZA671	AWS-1	Las Vegas, NV-AZ-UT (BEA153) Submarket 4	C	1730-1735; 2130-2135
New Cingular Wireless PCS, LLC	KNLG388	PCS	Binghamton, NY (BTA043) Submarket 0	E	1885-1890; 1965-1970
New Cingular Wireless PCS, LLC	KNLG420	PCS	Elmira-Corning-Hornell, NY (BTA127) Submarket 0	E	1885-1890; 1965-1970
New Cingular Wireless PCS, LLC	WPTI752	PCS	Olean, NY-Bradford, PA (BTA330) Submarket 2	C	1905-1910; 1985-1990

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
New Cingular Wireless PCS, LLC	KNLG508	PCS	Oneonta, NY (BTA333) Submarket 0	E	1885-1890; 1965-1970
AT&T Mobility Spectrum LLC	WQID716	PCS	San Antonio, TX (BTA401) Submarket 2	D	1865-1870; 1945-1950
AT&T Mobility Spectrum LLC	WQGA788	AWS-1	West (REA006) Submarket 37	E	1740-1745; 2140-2145
New Cingular Wireless PCS, LLC	WQGA777	AWS-1	Kansas City, MO-KS (BEA099) Submarket 5	C	1730-1735; 2130-2135
New Cingular Wireless PCS, LLC	WQGT880	AWS-1	Springfield, IL-MO (BEA097) Submarket 5	C	1730-1735; 2130-2135
New Cingular Wireless PCS, LLC	WQMC332	PCS	Sioux City, IA (BTA421) Submarket 2	D	1865-1870; 1945-1950
New Cingular Wireless PCS, LLC	WPOJ723	PCS	Chillicothe, OH (BTA080) Submarket 2	C	1895-1902.5; 1975-1982.5
New Cingular Wireless PCS, LLC	WQUH724	PCS	Chillicothe, OH (BTA080) Submarket 2	C	1902.5-1905; 1982.5-1985
New Cingular Wireless PCS, LLC	WQEY212	PCS	Columbus (MTA038) Submarket 6	B	1870-1875; 1950-1955
New Cingular Wireless PCS, LLC	KNLG635	PCS	Opelika-Auburn, AL (BTA334) Submarket 0	E	1885-1890; 1965-1970
New Cingular Wireless PCS, LLC	WPOK652	PCS	Opelika-Auburn, AL (BTA334) Submarket 2	C	1895-1902.5; 1975-1982.5
AT&T Mobility Spectrum LLC	KNLF209	PCS	San Francisco-Oakland-San Jose (MTA004) Submarket 49	B	1877.5-1882.5; 1957.5-1962.5
New Cingular Wireless PCS, LLC	KNLG495	PCS	New Castle, PA (BTA317) Submarket 0	E	1885-1890; 1965-1970
New Cingular Wireless PCS, LLC	WPTI749	PCS	New Castle, PA (BTA317) Submarket 2	C	1895-1902.5; 1975-1982.5

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
New Cingular Wireless PCS, LLC	WQEY217	PCS	Pittsburgh (MTA021) Submarket 4	B	1870-1875; 1950-1955
New Cingular Wireless PCS, LLC	KNLG504	PCS	Oil City-Franklin, PA (BTA328) Submarket 0	E	1885-1890; 1965-1970
New Cingular Wireless PCS, LLC	WPTI751	PCS	Oil City-Franklin, PA (BTA328) Submarket 2	C	1895-1902.5; 1975-1982.5
New Cingular Wireless PCS, LLC	WPQY412	PCS	Bartlesville, OK (BTA031) Submarket 4	C	1895-1902.5; 1975-1982.5

Attachment A2

AT&T EXCHANGE LICENSES

New Cingular Wireless PCS, LLC to T-Mobile License LLC:

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.) ²²	Spectrum Assigned (Service/Block)
KNLF212	Partition	Horry, SC Bamberg, SC Calhoun, SC Orangeburg, SC Carteret, NC Craven, NC Jones, NC Pamlico, NC Beaufort, NC Bertie, NC Hyde, NC Martin, NC Pitt, NC Tyrrell, NC Washington, NC Edgecombe, NC Nash, NC Wilson, NC Halifax, NC Northampton, NC Alexander, NC Burke, NC Caldwell, NC Catawba, NC Alamance, NC	Charlotte-Greensboro- Greenville, NC (MTA006) (Partial)	1860-1865; 1940-1945 (PCS/A5)
KNLF213	Partition and Disaggregation	Onslow, NC	Charlotte-Greensboro- Greenville, NC (MTA006) (Partial)	1870-1875; 1950-1955 (PCS/B3)
WPRU658	Full	Craig, OK Delaware, OK	Tulsa, OK (BTA448)	1885-1890; 1965-1970 (PCS/E)

²² Except as otherwise indicated herein, the term "Partial" in all instances in this column reflects the fact that the geographic area being assigned is less than all of the counties included in the listed market name (no.).

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.) ²²	Spectrum Assigned (Service/Block)
KNLG420	Partition	Bradford, PA	Elmira-Corning-Hornell, NY (BTA127)	1885-1890; 1965-1970 (PCS/E)
WPTI752	Full	Allegany, NY Cattaraugus, NY Elk, PA McKean, PA Potter, PA Cameron, PA	Olean, NY-Bradford, PA (BTA330)	1905-1910; 1985-1990 (PCS/C5)
WQGT880	Partition	Lewis, MO	Springfield, IL-MO (BEA097) (Partial)	1730-1735; 2130-2135 (AWS/C)
WQMC332	Full	Cherokee, IA O'Brien, IA Plymouth, IA Sioux, IA Monona, IA Woodbury, IA Dakota, NE Bon Homme, SD Clay, SD Union, SD Yankton, SD	Sioux City, IA (BTA421)	1865-1870; 1945-1950 (PCS/D)
KNLG635	Full	Chambers, AL Lee, AL	Opelika-Auburn, AL (BTA334)	1885-1890; 1965-1970 (PCS/E)
WPOK652	Disaggregation	Chambers, AL Lee, AL	Opelika-Auburn, AL (BTA334)	1900-1902.5; 1980-1982.5 (PCS/lower C4)
KNLG495	Full	Lawrence, PA	New Castle, PA (BTA317)	1885-1890; 1965-1970 (PCS/E)
WPTI749	Full	Lawrence, PA	New Castle, PA (BTA317)	1895-1902.5; 1975-1982.5 (PCS/C2)
WQEY217	Partition	Clarion, PA Forest, PA Venango, PA	Pittsburgh (MTA021) (Partial)	1870-1875; 1950-1955 (PCS/B3)
KNLG504	Full	Clarion, PA Forest, PA Venango, PA	Oil City-Franklin, PA (BTA328)	1885-1890; 1965-1970 (PCS/E)
WPTI751	Full	Clarion, PA Forest, PA Venango, PA	Oil City-Franklin, PA (BTA328)	1895-1902.5; 1975-1982.5 (PCS/C2)

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.) ²²	Spectrum Assigned (Service/Block)
WPQY412	Disaggregation	Washington, OK	Bartlesville, OK (BTA031)	1900-1902.5; 1980-1982.5 (PCS/lower C4)

New Cingular Wireless PCS, LLC to Sprint Spectrum License Holder II LLC:

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLF212	Partition	Fairfield, SC Kershaw, SC Lexington, SC Newberry, SC Richland, SC Saluda, SC	Charlotte-Greensboro-Greenville, NC (MTA006) (Partial)	1860-1865; 1940-1945 (PCS/A5)

New Cingular Wireless PCS, LLC to Nextel West Corp.:

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WPSJ972	Full	Massac, IL Pope, IL Ballard, KY Calloway, KY Carlisle, KY Crittenden, KY Graves, KY Hickman, KY Livingston, KY Lyon, KY McCracken, KY Marshall, KY	Paducah-Murray-Mayfield, KY (BTA339)	1905-1910; 1985-1990 (PCS/C5)

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLG837	Full	Augusta, VA Highland, VA Staunton City, VA Waynesboro City, VA	Staunton-Waynesboro, VA (BTA430)	1885-1890; 1965-1970 (PCS/E)
KNLG388	Partition	Broome, NY Chenango, NY Tioga, NY	Binghamton, NY (BTA043) (Partial)	1885-1890; 1965-1970 (PCS/E)
KNLG420	Partition	Chemung, NY Schuyler, NY Steuben, NY Tioga, PA	Elmira-Corning-Hornell, NY (BTA127)	1885-1890; 1965-1970 (PCS/E)
KNLG508	Full	Delaware, NY Otsego, NY	Oneonta, NY (BTA333)	1885-1890; 1965-1970 (PCS/E)
WQGA777	Partition	Adair, MO Knox, MO Schuyler, MO	Kansas City, MO-KS (BEA099) (Partial)	1730-1735; 2130-2135 (AWS/C)
WPOJ723	Full	Pike, OH Ross, OH	Chillicothe, OH (BTA080)	1895-1902.5; 1975-1982.5 (PCS/C3 and lower C4)
WQUH724	Full	Pike, OH Ross, OH	Chillicothe, OH (BTA080)	1902.5-1905; 1982.5-1985 (PCS/upper C4)
WQEY212	Partition	Noble, OH	Columbus (MTA038) (Partial)	1870-1875; 1950-1955 (PCS/B3)

AT&T Mobility Spectrum LLC to T-Mobile License LLC:

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WQGT842	Partition	Becker, MN Otter Tail, MN Wilkin, MN	Fargo-Moorhead, ND-MN (BEA113) (Partial)	1730-1735; 2130-2135 (AWS/C)
KNLF209	Partition and Disaggregation	Monterey, CA	San Francisco-Oakland-San Jose (MTA004) (Partial)	1880-1882.5; 1960-1962.5 (PCS/lower B5)

AT&T Mobility Spectrum LLC to Nextel West Corp.:

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WPTI759	Full	Fulton, IN Marshall, IN St. Joseph, IN Starke, IN	South Bend-Mishawaka, IN (BTA424)	1905-1910; 1985-1990 (PCS/C5)
WPSJ965	Full	Adams, ND Burleigh, ND Emmons, ND Grant, ND Kidder, ND Logan, ND McIntosh, ND Mercer, ND Morton, ND Oliver, ND Sheridan, ND Sioux, ND	Bismarck, ND (BTA045)	1905-1910; 1985-1990 (PCS/C5)
WQZA671	Full	Beaver, UT Iron, UT Washington, UT	Las Vegas, NV-AZ-UT (BEA153)	1730-1735; 2130-2135 (AWS/C)
WQID716	Full	Gillespie, TX Kendall, TX Kerr, TX	San Antonio, TX (BTA401)	1865-1870; 1945-1950 (PCS/D)

Call Sign	Full Assignment of AT&T License; Partition and/or Disaggregation of AT&T License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WQGA788	Partition	Mohave, AZ	West (REA006) (Partial)	1740-1745; 2140-2145 (AWS/E)

Attachment B1

T-MOBILE FULL LICENSES

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
T-Mobile License LLC	KNLH581	PCS	Opelika-Auburn, AL (BTA334) Submarket 0	D	1865-1870; 1945-1950
Nextel West Corp.	WQGB379	AWS-1	West (REA006) Submarket 3	F	1745-1755; 2145-2155
Nextel West Corp.	WPZU405	PCS	Chicago (MTA003) Submarket 6	A	1863.75-1865; 1943.75-1945 (prior disaggregation)
Nextel West Corp.	WPTB358	PCS	Paducah-Murray-Mayfield, KY (BTA339) Submarket 3	C	1895-1900; 1975-1980 (prior disaggregation)
Nextel West Corp.	KNLH603	PCS	South Bend-Mishawaka, IN (BTA424) Submarket 0	D	1865-1870; 1945-1950
T-Mobile License LLC	KNLF263	PCS	Des Moines-Quad Cities (MTA032) Submarket 575	A	1850-1855; 1930-1935 ²³ (prior disaggregation)
T-Mobile License LLC	WQVB258	PCS	Des Moines-Quad Cities (MTA032) Submarket 541	A	1850-1855; 1930-1935 ²⁴ (prior disaggregation)
Nextel West Corp.	WQKQ531	PCS	Detroit (MTA005) Submarket 14	A	1850-1860; 1930-1940 ²⁵ (prior disaggregation)
T-Mobile License LLC	WQPG216	AWS-1	Fargo-Moorhead, ND-MN (BEA113) Submarket 8	B	1720-1730; 2120-2130
Nextel West Corp.	WQPZ998	AWS-1	Kansas City, MO-KS (BEA099) Submarket 6	B	1720-1730; 2120-2130

²³ 1850-1852.5 and 1930-1932.5 MHz in Monona, IA, Bon Homme, SD, Clay, SD and Yankton, SD.

²⁴ 1850-1852.5 and 1930-1932.5 MHz in Dakota, NE, Union, SD, and Woodbury, IA.

²⁵ 1850-1855 and 1930-1935 MHz in Hillsdale, MI and Jackson, MI.

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
T-Mobile License LLC	WQPZ997	AWS-1	Springfield, IL-MO (BEA097) Submarket 10	B	1720-1730; 2120-2130
T-Mobile License LLC	WRAB220	PCS	Buffalo-Rochester (MTA035) Submarket 8	B	1870-1875; 1950-1955 (prior disaggregation)
Nextel West Corp.	KNLF202	PCS	New York (MTA001) Submarket 29	A	1855-1865; 1935-1945 ²⁶ (Prior disaggregation)
Nextel West Corp.	KNLG507	PCS	Oneonta, NY (BTA333) Submarket 0	D	1865-1870; 1945-1950
Nextel West Corp.	KNLG419	PCS	Elmira-Corning-Hornell, NY (BTA127) Submarket 1	D	1865-1870; 1945-1950
T-Mobile License LLC	WPTB339	PCS	Burlington, NC (BTA062) Submarket 0	F	1890-1895; 1970-1975
T-Mobile License LLC	KNLH533	PCS	Hickory-Lenoir-Morganton, NC (BTA189) Submarket 0	D	1865-1870; 1945-1950
T-Mobile License LLC	KNLH530	PCS	Greenville-Washington, NC (BTA176) Submarket 0	D	1865-1870; 1945-1950
T-Mobile License LLC	KNLH578	PCS	New Bern, NC (BTA316) Submarket 0	D	1865-1870; 1945-1950
T-Mobile License LLC	WPTB362	PCS	Rocky Mount-Wilson, NC (BTA382) Submarket 0	F	1890-1895; 1970-1975
T-Mobile License LLC	WPTB361	PCS	Roanoke Rapids, NC (BTA377) Submarket 0	F	1890-1895; 1970-1975
T-Mobile License LLC	KNLG317	PCS	Jacksonville, NC (BTA214) Submarket 0	E	1885-1890; 1965-1970

²⁶ Frequencies vary by county.

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
Nextel West Corp.	KNLF224	PCS	Minneapolis-St. Paul (MTA012) Submarket 53	B	1870-1885; 1950-1965 ²⁷ (prior disaggregation)
Nextel West Corp.	WPTT275	PCS	Columbus (MTA038) Submarket 6	A	1857.5-1865; 1937.5-1945 ²⁸ (prior disaggregation)
Nextel West Corp.	WPTT277	PCS	Columbus (MTA038) Submarket 6	A	1860-1865; 1940-1945 (prior disaggregation)
Nextel West Corp.	KNLH495	PCS	Chillicothe, OH (BTA080) Submarket 0	D	1865-1870; 1945-1950
T-Mobile License LLC	KNLG349	PCS	Tulsa, OK (BTA448) Submarket 7	D	1865-1870; 1945-1950
Alltel Corporation ²⁹	WPZI381	PCS	Tulsa, OK (BTA448) Submarket 2	D	1865-1867.5; 1945-1947.5 (prior disaggregation)
Alltel Corporation ³⁰	WQBI455	PCS	Tulsa, OK (BTA448) Submarket 4	D	1867.5-1870; 1947.5-1950 (prior disaggregation)
T-Mobile License LLC	WRAB225	PCS	New York (MTA001) Submarket 34	A	1860-1865; 1940-1945 (prior disaggregation)
Sprint Spectrum Realty Company, LLC	KNLF241	PCS	Pittsburgh (MTA021) Submarket 13	A	1850-1865; 1930-1945 ³¹

²⁷ Frequencies vary by county.

²⁸ Frequencies vary by county.

²⁹ Subject to pending assignment to T-Mobile License LLC, see ULS File No. 0009659123. The Parties plan to file FCC Form 603 assignment applications in the Commission's Electronic Comment Filing System ("ECFS") pursuant to directions from the Wireless Telecommunications Bureau. *See Electronic Filing Now Available for All License Applications in the Wireless Radio Services*, Public Notice, DA 20-463 (Apr. 29, 2020).

³⁰ Subject to pending assignment to T-Mobile License LLC, see applications FCC File No. 0009659123. The Parties plan to file FCC Form 603 assignment applications via the ECFS, as noted above.

³¹ Frequencies vary by county.

Licensee	Call Sign	License Type	License Area (Market No.)	Block	Authorized Frequencies (MHz)
T-Mobile License LLC	KNLH321	PCS	Olean, NY-Bradford, PA (BTA330) Submarket 5	E	1885-1890; 1965-1970
T-Mobile License LLC	KNLH715	PCS	Orangeburg, SC (BTA335) Submarket 0	F	1890-1895; 1970-1975
Sprint Spectrum License Holder II LLC	KNLH500	PCS	Columbia, SC (BTA091) Submarket 0	D	1865-1870; 1945-1950
T-Mobile License LLC	KNLH576	PCS	Myrtle Beach, SC (BTA312) Submarket 0	D	1865-1870; 1945-1950
Nextel West Corp.	KNLF985	PCS	San Antonio, TX (BTA401) Submarket 0	F	1890-1895; 1970-1975
Nextel West Corp.	WQVP452	AWS-3	Utah 4-Beaver (CMA676) Submarket 0	G	1755-1760; 2155-2160
Nextel West Corp.	KNLH605	PCS	Staunton-Waynesboro, VA (BTA430) Submarket 0	D	1865-1870; 1945-1950

Attachment B2

T-MOBILE EXCHANGE LICENSES

T-Mobile License LLC to New Cingular Wireless PCS, LLC:

Call Sign	Full Assignment of T-Mobile License; Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLH581	Full Assignment	Chambers, AL Lee, AL	Opelika-Auburn, AL (BTA334)	1865-1870; 1945-1950 (PCS/D)
KNLF263	Partition	Bon Homme, SD Clay, SD Monona, IA Yankton, SD Cherokee, IA O'Brien, IA Plymouth, IA Sioux, IA	Des Moines-Quad Cities (MTA032) (Partial)	Bon Homme, SD, Clay, SD, Monona, IA and Yankton, SD 1850-1852.5; 1930-1932.5 (PCS/Lower A3); Cherokee, IA O'Brien, IA Plymouth, IA Sioux, IA 1850-1855; 1930-1935 (PCS/A3)
WQVB258	Partition	Woodbury, IA Dakota, NE Union, SD	Des Moines-Quad Cities (MTA032) (Partial)	1850-1852.5; 1930-1932.5 (PCS/Lower A3)
WQPZ997	Disaggregation	Lewis, MO	Springfield, IL-MO (BEA097) (Partial)	1720-1725; 2120-2125 (AWS-1/B1)
WRAB220	Full assignment	Allegany, NY Cattaraugus, NY Elk, PA McKean, PA	Buffalo-Rochester (MTA035) (Partial)	1870-1875; 1950-1955 (PCS/B3)
WPTB339	Full assignment	Alamance, NC	Burlington, NC (BTA062)	1890-1895; 1970-1975 (PCS/F)
KNLH533	Full assignment	Alexander, NC Burke, NC Caldwell, NC	Hickory-Lenoir- Morganton, NC (BTA189)	1865-1870; 1945-1950 (PCS/D)

Call Sign	Full Assignment of T-Mobile License; Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
		Catawba, NC		
KNLH530	Full assignment	Beaufort, NC Bertie, NC Hyde, NC Martin, NC Pitt, NC Tyrrell, NC Washington, NC	Greenville-Washington, NC (BTA176)	1865-1870; 1945-1950 (PCS/D)
KNLH578	Full assignment	Carteret, NC Craven, NC Jones, NC Pamlico, NC	New Bern, NC (BTA316)	1865-1870; 1945-1950 (PCS/D)
WPTB362	Full assignment	Edgecombe, NC Nash, NC Wilson, NC	Rocky Mount-Wilson, NC (BTA382)	1890-1895; 1970-1975 (PCS/F)
WPTB361	Full assignment	Halifax, NC Northampton, NC	Roanoke Rapids, NC (BTA377)	1890-1895; 1970-1975 (PCS/F)
KNLG317	Full assignment	Onslow, NC	Jacksonville, NC (BTA214)	1885-1890; 1965-1970 (PCS/E)
KNLG349	Full assignment	Craig, OK (partial) ³² Delaware, OK (partial) ³³	Tulsa, OK (BTA448) (Partial)	1865-1870; 1945-1950 (PCS/D)
WRAB225	Full assignment	Bradford, PA	New York (MTA001) (Partial)	1860-1865; 1940-1945 (PCS/A5)
KNLH321	Full assignment	Potter, PA	Olean, NY-Bradford, PA (BTA330) (Partial)	1885-1890; 1965-1970 (PCS/E)
KNLH715	Full assignment	Bamberg, SC Calhoun, SC Orangeburg, SC	Orangeburg, SC (BTA335)	1890-1895; 1970-1975 (PCS/F)

³² The portion of Craig County, OK under KNLG349, when combined with the portion under either WPZI381 or WQBI455, make up the entirety of Craig county.

³³ The portion of Delaware County, OK under KNLG349, when combined with the portion under either WPZI381 or WQBI455, make up the entirety of Delaware county.

Call Sign	Full Assignment of T-Mobile License; Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLH576	Full assignment	Horry, SC	Myrtle Beach, SC (BTA312)	1865-1870; 1945-1950 (PCS/D)
WPZI381 ³⁴	Full assignment	Craig, OK (partial) Delaware, OK (partial)	Tulsa, OK (BTA448) (Partial)	1865-1867.5; 1945-1947.5 (PCS/lower D)
WQBI455 ³⁵	Full assignment	Craig, OK (partial) Delaware, OK (partial)	Tulsa, OK (BTA448) (Partial)	1867.5-1870; 1947.5-1950 (PCS/upper D)

T-Mobile License LLC to AT&T Mobility Spectrum LLC:

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WQPG216	Disaggregation	Becker, MN Otter Tail, MN Wilkin, MN	Fargo-Moorhead, ND-MN (BEA113) (Partial)	1720-1725; 2120-2125 (AWS-1/B1)

³⁴ As noted above, this license is subject to pending assignment to T-Mobile License LLC, *see* ULS File No. 0009659123. Consistent with WTB guidance, the Parties plan to file FCC Form 603 assignment applications via the ECFS.

³⁵ As noted above, this license is subject to pending assignment to T-Mobile License LLC, *see* ULS File No. 0009659123. Consistent with WTB guidance, the Parties plan to file FCC Form 603 assignment applications via the ECFS.

Nextel West Corp. to New Cingular Wireless PCS, LLC:

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WPTB358	Full Assignment	Ballard, KY Calloway, KY Carlisle, KY Crittenden, KY Graves, KY Hickman, KY Livingston, KY Lyon, KY Marshall, KY Massac, IL McCracken, KY Pope, IL	Paducah-Murray- Mayfield, KY (BTA339)	1895-1900; 1975-1980 (PCS/C3)
WQPZ998	Disaggregation	Adair, MO Knox, MO Schuyler, MO	Kansas City, MO- KS (BEA099) (Partial)	1720-1725; 2120-2125 (AWS-1/B1)
KNLF202	Partition and (Tioga, PA only) disaggregation	Broome, NY Chemung, NY Chenango, NY Schuyler, NY Tioga, NY Tioga, PA	New York (MTA001) (Partial)	Broome, NY Chemung, NY Chenango, NY Schuyler, NY Tioga, NY 1860-1865; 1940-1945 (PCS/A5); Tioga, PA 1855-1860; 1935-1940 (PCS/A4)
KNLG507	Full assignment	Delaware, NY Otsego, NY	Oneonta, NY (BTA333)	1865-1870; 1945-1950 (PCS/D)
KNLG419	Partition	Steuben, NY	Elmira-Corning- Hornell, NY (BTA127) (Partial)	1865-1870; 1945-1950 (PCS/D)
WPTT277	Partition	Pike, OH Ross, OH	Columbus (MTA038) (Partial)	1860-1865; 1940-1945 (PCS/A5)
KNLH495	Full assignment	Pike, OH Ross, OH	Chillicothe, OH (BTA080)	1865-1870; 1945-1950 (PCS/D)

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLH605	Full assignment	Augusta, VA Highland, VA Staunton City, VA Waynesboro City, VA	Staunton- Waynesboro, VA (BTA430)	1865-1870; 1945-1950 (PCS/D)

Nextel West Corp. to AT&T Mobility Spectrum LLC:

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WQGB379	Partition and Disaggregation	Mohave, AZ	West (REA006) (Partial)	1750-1755; 2150-2155 (AWS-1/F2)
WPZU405	Full Assignment	Boone, IL Lee, IL Ogle, IL Stephenson, IL Winnebago, IL	Chicago (MTA003) (Partial)	1863.75-1865; 1943.75-1945 (PCS/upper A5)
KNLH603	Full Assignment	Fulton, IN Marshall, IN St. Joseph, IN Starke, IN	South Bend- Mishawaka, IN (BTA424)	1865-1870; 1945-1950 (PCS/D)
WQKQ531	Partition	Hillsdale, MI Jackson, MI	Detroit (MTA005) (partial)	1850-1855; 1930-1935 (PCS/A3)
KNLF224	Partition	Adams, ND Burleigh, ND Emmons, ND Grant, ND Kidder, ND Logan, ND McIntosh, ND Mercer, ND Morton, ND Oliver, ND Sheridan, ND Sioux, ND	Minneapolis-St. Paul (MTA012) (Partial)	1875-1880; 1955-1960 (PCS/B4)

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
WPTT275	Disaggregation (Guernsey, OH, Muskingum, OH and Noble, OH only)	Athens, OH Jackson, OH Meigs, OH Vinton, OH Pike, OH Ross, OH Morgan, OH Perry, OH Guernsey, OH Muskingum, OH Noble, OH	Columbus (MTA038) (Partial)	1857.5-1860; 1937.5-1940 (PCS/upper A4)
KNLF985	Partition	Gillespie, TX Kendall, TX Kerr, TX	San Antonio, TX (BTA401) (Partial)	1890-1895; 1970-1975 (PCS/F)
WQVP452	Full assignment	Beaver, UT Iron, UT Washington, UT	Utah 4-Beaver (CMA676)	1755-1760; 2155-2160 (AWS-3/G)

Sprint Spectrum Realty Company, LLC to New Cingular Wireless PCS, LLC:

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLF241	Partition	Clarion, PA Forest, PA Lawrence, PA Venango, PA	Pittsburgh (MTA021) (partial)	1850-1865; 1930-1945 (PCS/A)

Sprint Spectrum License Holder II LLC to New Cingular Wireless PCS, LLC:

Call Sign	Full Assignment or Partition and/or Disaggregation of T-Mobile License	Counties	Market Name (No.)	Spectrum Assigned (Service/Block)
KNLH500	Full assignment	Fairfield, SC Kershaw, SC Lexington, SC Newberry, SC Richland, SC Saluda, SC	Columbia, SC (BTA091)	1865-1870; 1945-1950 (PCS/D)